

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2822300

The Registrar of Companies for England and Wales hereby certifies that
CAMELOT HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CISL LIMITED

Given at Companies House, Cardiff, the 12th January 1998



C02822300B

R. C. Edward
R. C. EDWARD

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

CW 87212

Registered Number 2822300

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

of

CAMELOT HOLDINGS LIMITED




At an Extraordinary General Meeting of the Company held at 20 Cockspur Street, London, SW1Y 5BL, on 13 November 1997, the following resolutions were passed as Special Resolutions of the Company.

SPECIAL RESOLUTIONS

- 1 That pursuant to Section 379A of the Companies Act 1985 the elective resolutions passed by the Company on 22 May 1997 in relation to the elections under Section 252 (election to dispense with laying of accounts and reports before the Company in general meeting), and Section 366A (election to dispense with holding of annual general meeting), be and hereby are revoked with immediate effect.
- 2 That the name of the Company be changed to "CISL Limited".
- 3 That all and any actions of Tim Holley and Peter Murphy as the only Directors of the Company from 20 December 1994 until 13 November 1997 be and are hereby ratified and confirmed (notwithstanding any failure to comply with the quorum requirements set out in Article 102 of the Company's Articles of Association) and any and all claims which the Company may have in respect of the such actions against Mr Holley and/or Mr Murphy be and are hereby released.

Signed


Chairman of the Meeting

lw/jm/012



Handwritten notes:
CAMELOT HOLDINGS LIMITED
TOLPITS COME
CAMELOT
CAMELOT